

Rec. No. 14351-H

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

COUNSEL
MAURICE T. MOORE

TELEPHONE
212 422-3000

TELEX
RCA 233863
WUD 125547
WUI 620976

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, LONDON E. C. 2
2 HONEY LANE, CHEAPSIDE
LONDON EC2V 6BT, ENGLAND
TELEPHONE: 1-606-1421
TELEX: 6814901
RAPIFAX/INFOTEC:
1-606-1425

4-318A068

RECORDATION NO. 14351-H
Filed 1425

No. NOV 13 1984 - 1 55 PM

Date NOV 13 1984
INTERSTATE COMMERCE COMMISSION

Fee \$ 10.00

ICC Washington, D.C.

RALPH L. MCAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD

PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA DEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
S. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON

November 13, 1984

ACF Industries, Incorporated Conditional Sale Financing Dated as of October 1, 1984

Dear Mr. Bayne:

Pursuant to 49 U.S.C. § 11303(a), I enclose herewith on behalf of ACF Industries, Incorporated, for filing and recordation, a Release dated as of November 13, 1984, signed by National Westminster Bank USA discharging any lien it might have, pursuant to a Chattel Mortgage dated as of June 28, 1984, and recorded on June 27, 1984, with the Interstate Commerce Commission as document No. 14351, with regard to the equipment listed in Exhibit A attached thereto and any leases to the extent such leases relate to the equipment.

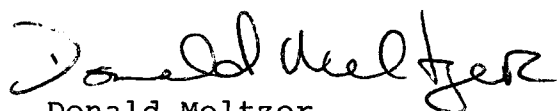
Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one executed copy of the enclosed Release, stamp the remaining executed copies with your recordation number and return them to the

ICC OFFICE OF
THE SECRETARY
NOV 13 1 46 PM '84
MOTOR CREDITING UNIT

Cravath, Swaine & Moore

delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Donald Meltzer". The signature is fluid and cursive, with the first name "Donald" written in a larger, more prominent script than the last name "Meltzer".

Donald Meltzer
As Agent for ACF Industries,
Incorporated

Mr. James H. Bayne, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423.

Encls.

RELEASE

NOV 13 1984 1 15 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that National Westminster Bank USA (the "Agent"), a national banking system having its principal office at 175 Water Street, New York, New York 10038, in its capacity as Agent under that certain Loan Agreement, dated June 28, 1984 among ACF Industries, Incorporated, a New Jersey corporation (the "Borrower"), the Agent and the Banks signatory thereto, for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby remise, release and discharge (i) the lien on the railroad rolling stock identified on Schedule I hereto (the "Cars") granted pursuant to that certain Chattel Mortgage executed by the Borrower in favor of the Agent, dated as of June 28, 1984 and recorded on June 27, 1984 with the Interstate Commerce Commission as document no. 14351 and (ii) to the extent and only to the extent the Leases (as hereinafter defined) relate to the Cars, the lien on the railroad equipment lease agreements between the Borrower, as lessor, and certain second parties, as lessees, pursuant to which the Cars are leased to lessees, and any equipment schedules, or other schedules, riders, addenda and supplements executed pursuant to such leases, as any such documents may have been or may be amended or supplemented from time to time (collectively called the "Leases"), which lien was granted pursuant to that certain Assignment of Leases executed by the Borrower in favor of the Agent, dated as of June 28, 1984 and recorded on June 27, 1984 with the Interstate Commerce Commission as document no. 14352.

It is hereby expressly understood that this release shall not affect or impair the security of said Chattel Mortgage or Assignment of Leases upon any portion of the railroad rolling stock or equipment lease agreements subject thereto, respectively, except the Cars and the Leases, but only insofar as the Leases relate to the Cars.

IN WITNESS WHEREOF, the Agent, pursuant to due corporate authority, has caused these presents to be signed in its corporate name by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, as of 13th day of November, 1984.

NATIONAL WESTMINSTER BANK USA
in its capacity as Agent

[CORPORATE SEAL]

By: Ellen A. O'Grady
ASSISTANT TREASURER (Title)

ATTEST:

[Signature]
ASSISTANT TREASURER

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

an Assistant
Treasurer

On the 9th day of November, 1984, before me personally appeared Ellen O'Grady to me personally known, who being by me duly sworn, did depose and say that ~~he~~ is ~~na Vice President~~ of NATIONAL WESTMINSTER BANK USA, that the seal affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~he~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Jane J. Catalano
Notary Public
My Commission expires 3/30/86

JANE J. CATALANO
Notary Public, State of New York
No. 24-4766113
Qualified in Kings County
Commission Expires March 30, 19... 86

SCHEDULE I

<u>Quantity</u>	<u>AAR Car Type Code</u>	<u>Initialled ACFX and Numbered</u>
5	C113	27833-27837
262	C113	27839-28100
30	C214	36241-36270
7	C514	36271-36277
134	C214	36532-36665
29	C214	36812-36840
50	C214	36841-36890
2	C614	59684-59685
38	C614	59687-59724
8	C614	59726-59733
42	C614	59742-59783
8	C614	59792-59799
52	C614	59827-59878
5	C614	59884-59888
12	T104	75712-75723
32	T104	75725-75756
10	T103	75757-75766
40	T104	75773-75812
141	T104	75817-75957
10	T105	75958-75967
5	T104	75968-75972
7	T106	75973-75979
4	T108	75980-75983
10	T106	75984-75993
1	T105	75994

<u>Quantity</u>	<u>AAR Car Type Code</u>	<u>Initialled ACFX and Numbered</u>
2	T107	75995-75996
3	T105	75997-75999
45	T104	76140-76184
50	T104	76215-76264
10	T055	76265-76274
10	T105	76275-76284
15	T106	76347-76361
18	T104	76362-76379
12	T055	76407-76418
31	T104	76419-76449
11	T104	76451-76461
2	T104	76463-76464
1	T104	76478
15	T105	76494-76508
1	T108	76510
1	T108	76512
2	T108	76515-76516
13	T929	77140-77152
7	T929	77165-77171
16	T564	77172-77187
3	T564	86480-86482
6	T564	86484-86489
75	C214	99271-99345